

BY-LAWS
of the
HARPERS FERRY PARK ASSOCIATION

ARTICLE ONE

Organization

1. This Association, duly incorporated under the laws of the State of West Virginia on January 18, 1971, shall be known as the Harpers Ferry Park Association.

ARTICLE TWO

Purposes

The following are the purposes for which this Association has been organized:

This Association is formed exclusively for the purpose of promoting and assisting historical, scientific, educational and interpretive activities of the National Park Service for the inspiration and benefit of the people of the United States as provided for in the Act of August 25, 1916 (16 U. S. C. Sec. 1 et seq) as amended and supplemented, including the Act of August 21, 1961 (75 Stat.586).

1. To improve the quality of experience for the visiting public to Harpers Ferry National Historical Park and, in cooperation with Park personnel, to communicate the values of the heritage of this historic and scenic place;

2. To take and hold by purchase, gift, devise, or bequest, either or both real and personal property, and/or to carry out the obligations or provisions of any trust imposed by will or deed of trust, or otherwise, where the trust is created for any charitable or public purpose, or where the same is not in conflict with any law of the State of West Virginia, and to use and dispose of any property of any kind for the purpose for which this corporation is formed;

3. To print, edit, publish and cause to be produced appropriate and related publications and interpretive materials illustrative of the events and significance of the Harpers Ferry National Historical Park as the Superintendent may approve. To obtain, display, sell and otherwise distribute appropriate and related publications and interpretive materials of Harpers Ferry National Historical Park and other areas of the National Park System with the approval of the Superintendent of the Harpers Ferry National Historical Park;

4. To support Park and Servicewide interpretive and educational programs including demonstrations and presentations which further understanding and appreciation of the Park and the National Park System.

5. To acquire museum display materials and objects, historic equipment, relics and furnishings pertaining to the history or natural history of the Park for the purpose of adding them to the museum collections of Harpers Ferry National Historical Park by donation, loan or otherwise; to assist in the conservation of historic objects, furnishings and documents pertaining to the park story; to gather and preserve historical and scientific information and otherwise further the aims of the park interpretive programs; to assist in the operation of the National Park resource (library) center; and to cooperate with the National Park Service Division of Museum Services in the accomplishment of the above activities;

6. To assist other cooperating associations and the National Park Service in the development and improvement of interpretive programs and facilities, particularly through the distribution of National Park Service audiovisual productions through exemplary interpretive presentations, in view of this Association's unique geographic and historical relationship with the Harpers Ferry Interpretive Design Center and the Mather Training Center.

7. To receive and administer funds for the above purposes, and to accept contributions from the public, corporations, and other bodies, foundations and organizations;

8. To operate in accordance with key policies and procedural requirements as set forth in NPS Director's Orders #21, which authorizes non-profit partners to fundraise and accept donations on behalf of the NPS; and Director's Orders #32, which authorizes non-profit partners to support NPS educational, scientific, historical, and interpretive activities through retail sales.

Except for salary and remuneration of employees, the work and operations of the Association shall be conducted and carried out in such manner that no part of its income or property shall incur to the private benefit of any donor, member, trustee, director, officer or individual having a personal or private interest in the activities of the Association, and such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation. Notwithstanding the above, officers may receive, when appropriate, compensation or other remuneration for their services, as shall be determined by the unanimous vote of the Board of Directors and they may be reimbursed for the actual expenses.

ARTICLE THREE

Membership

1. Membership is open to any person interested in furthering the aims of the Association.
2. Any person shall be eligible for membership upon application to the Association and payment of dues as determined by the Board of Directors. The Board shall establish a schedule of dues from time to time. Dues and benefits may vary depending on level of membership.
3. Membership carries with it the right of casting a ballot on all matters specified, and in the manner prescribed in the By-Laws; and members may serve on Association committees at the behest of the Board of Directors. Members shall be eligible to become an officer or director of the Association with the exception of members of the National Park Service.

4. Membership entitles the holder to a card of membership and discount from retail Association sales items purchases as determined by the Board of Directors.

ARTICLE FOUR

Membership Meetings

1. The annual membership meetings of the Association shall be held within the second or third quarter of each calendar year. Members will be notified at least three weeks prior to the date set. The President of the Board of Directors shall conduct the meeting. The presence of at least fifteen members of the Association shall constitute a quorum at any general membership meeting for the transaction of business.

At the annual meeting, officers, committee chairmen, the Executive Director, and the Association Coordinator shall present appropriate reports on the year's activities. Existing vacancies on the Board of Directors shall be filled by election. Nominations for such vacant positions shall be announced by the development committee on behalf of the Board and included in the notice of the annual meeting. Other nominations may be made from the floor. Only members present may vote on the election of directors or other motions made at the annual meeting.

2. Additional meetings of the membership may be set by the Board. Notice of such other meetings shall be served upon or mailed to the membership at least ten days, but not more than thirty days, before the scheduled date of such meetings. Such notice shall state the reasons that such a meeting has been called, the business to be transacted, and by whom it is called. No other business but that specified in the notice may be transacted at such special meetings without the majority consent of all members present at such meetings. The presence of at least fifteen members of the Association shall constitute a quorum at special meetings of the membership.

ARTICLE FIVE

Order of Business: Membership Meeting

1. Welcome/Introductions
2. Approval of the minutes of the preceding meeting
3. Report of Finances
4. Report of Association Activities
5. Report of Park Activities

6. Recognition of Members and Donors
7. Election of Board Members
8. Adjournment

ARTICLE SIX

Board of Directors

1. The business of the Association shall be managed by a Board of Directors consisting of no less than seven and no more than eleven voting members, and no more than four non-voting Associate Members, who will formulate policies of the Association and direct Association activities in accordance with the approved National Park Service Cooperating Association Agreement and Guidelines. All voting members shall be private citizens not employed by the Service. Directors shall serve without compensation for their term of office.

2. Associate Membership of the Board shall be a non-voting position extended to those persons who volunteer their time and talent in the support of the mission of the Association. An Associate Member shall be limited to: assisting the elected Board of Directors in carrying out the support of the interpretive and educational programs of Harpers Ferry National Historical Park.

- a. Associate Members shall be private citizens, not employed by the Park Service.
- b. Candidates for Associate Membership shall be nominated by an elected Director of the Board and requires a simple majority for confirmation.
- c. Term of service shall be one (1) calendar year from the day of the appointment. Associate members shall serve without compensation.
- d. Associate Members shall periodically report to the Board on their activities that relate to the Park's mission and may attend board meetings when invited by the Board President.

3. Quarterly meetings of the Board of Directors shall be held on dates set by the majority consent of the voting Board members. Notice of such meetings shall be given to the Board members at least ten days, but not more than thirty days, before the schedule date of such meetings. A quorum shall consist of a majority of the voting membership of the Board. It is the duty of the Board members to attend all regular and special meetings of the Board. The Park Superintendent and the Cooperating Association Coordinators will be invited to all annual meetings and meetings of the board in an advisory capacity.

4. All matters to be placed on the agenda of a Board meeting by any non-Board member must be submitted in writing to the Board President at least five days prior to the meeting. The Board of Directors will act on all such matters properly placed on the agenda and on all other regular business before the Board.

5. Election to the Board of Directors shall occur at the annual membership meeting (See Article 4, Sec. 1) At a quarterly meeting prior to the annual membership meeting, the President shall appoint a board development committee from the Association membership to present nominations for vacancies on the Board of Directors. The voting membership shall serve staggered three-year terms. The directors shall be members of the Association and shall be elected for three calendar year terms. No director may serve more than three consecutive full three-year terms; service of a partial term shall not be considered service of a full three-year term. After service of three full three year terms, such director shall be eligible to serve as a director again after one calendar year.

6. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and other officers required to conduct Association business at the first quarterly meeting following the annual meeting. Election shall be by majority vote.

7. Vacancies on the Board or among officers which occur prior to expiration of a term shall be filled by a majority vote of the members of the Board.

8. The Board may remove an Officer or a Director at any time by a majority vote of the Board of Directors.

9. The Board may appoint such standing and ad hoc committees as it may deem necessary.

ARTICLE SEVEN

Officers and Related Officials

1. The principal officers of this Association shall be a President, Vice President, Secretary and Treasurer, who shall be chosen, from among its voting Board members. The terms of office of the President, Vice President, Secretary and Treasurer shall be one year. The Board may appoint such other officers as in its judgment may be required to conduct the business of the Association. Officers shall be elected to no more than three successive one-year terms.

2. The duties of the officers of the Association shall be such as usually pertain to the offices they hold and shall include such additional duties or authorities as may be delegated by the Board of Directors.

3. President The President shall direct the activities of the Association. He/she shall preside at the meetings of the Board of Directors and at the annual membership meeting. He has the authority to appoint committees as needed and shall be an ex-officio member of all committees. He/she shall have the authority to call meetings of the Board of Directors as necessary. The President shall have the authority to negotiate and enter into all contracts or other agreements on behalf of the Association. Members of the Board and/or officers may be delegated by the President to represent the Association in such negotiations. In the event the President is unable to serve, the Vice-President will preside in his absence.

4. The Vice President shall act for the President, on all Association matters, in the absence of the President, and will assume the office of President should the President be unable, for any reason, to fulfill his/her entire term of office. The Vice President is responsible for ensuring the Association By-Laws are reviewed at least annually, and updated as needed. The Vice President shall head the development committee.

5. The Secretary shall have the responsibility for the preparation and maintenance of the official minutes of all meetings of the Board and the Membership. These minutes shall be submitted for approval at the next regular meeting of the Board and sent to the Executive Director for inclusion in the association records.

6. Treasurer The Treasurer shall have the responsibility of oversight of the finances of the Association and approve an annual financial report, prepared according to generally accepted accounting practices for audit purposes and for submission to the Board of Directors. He/she will ensure that all books and records are kept with good accounting practices on a fiscal year basis.

7. Executive Director The Board of Directors shall employ a paid Executive Director to assist the officers and the Board with the programs and business of the Association. The Board shall fix the compensation of the Executive Director who shall serve at the pleasure of the Board. He/she shall be responsible for the day-to-day business and financial operations. He/she shall maintain and keep current all minutes and authorizing, management and operating documents of the Association. He/she shall give, or cause to be given, notice of all meetings of the membership and of the Board and its committees. He/she shall maintain and keep current the membership lists of the Association and shall issue proper membership certification as required.

The annual financial report will be submitted to the Board within ninety days following the end of the Fiscal Year. The Executive Director, with the approval of the Board, may hire additional employees to assist with the operation of the Association sales facilities, including sales personnel, interpreters and others as needed. All Association employees involved in direct public contact will participate in training programs conducted by the Interpretive Division of the Harpers Ferry National Historical Park.

8. Association Coordinator The Association Coordinator is appointed by the Park Superintendent. The Association Coordinator shall act as principal liaison between the Board of Directors and the management of the National Historical Park on matters of policy, operations and long-range planning.

The Association Coordinator shall convey all requests, orders and resolutions of the Board to appropriate National Park Service offices and personnel.

ARTICLE EIGHT

Fiscal Policy

1. The limit for expenditures requiring two signatures will be audited or reviewed and established annually as a part of the budget process.

2. All new ventures of the Association, such as manuscripts to be published by the Association, the sponsoring of a special event, the purchase of objects for the Park's museum collection, the development of interpretive facilities in the Park, the funding of a research project, or the purchase of land, shall be approved by the Board of Directors. The Board of Directors must specifically authorize expenditures for these purposes before the Executive Director may make disbursements. Routine operating expenditures and Park donation requests will be approved as part of the annual budget at the first meeting of the calendar year.

3. The Executive Director shall deposit all funds of the Association in a bank approved by the Board of Directors, at frequent intervals, and in the name of the Association. With the review and concurrence of the Treasurer, the Executive Director shall balance accounts monthly, and at the end of each Fiscal Year, the annual financial report shall be reviewed by the Treasurer and presented to the Board of Directors for approval.

4. Whenever the cash balances of the Association are deemed to be in excess of actual needs for the immediate future, the Treasurer shall recommend to the Board the investment of any surpluses for interest earning purposes in institutions where deposits and withdrawals are guaranteed by the Federal Government. Such deposits shall be made in the name of the Association with authority for making deposits and withdrawals vested in Treasurer or his/her designee. The Board of Directors is empowered to authorize loans or donations to other cooperating associations for the purposes of furthering their activities.

5. The Board of Directors will designate a professional auditor to make periodic audits, no less than annually, of the accounts and records of the Association as may be required. In addition, the Service shall be authorized to review periodically the system of internal control, audit the accounts and records and evaluate the benefits accruing to the Service from its cooperation with the Association and the use of Government space and personnel in carrying out phases of the Association's operations in the Park

ARTICLE NINE

By-Laws

1. These By-Laws may be amended at any meeting of the Board of Directors by the vote of a majority of the Board, provided that written notice of the proposed changes shall be delivered to each member of the Board at least thirty days prior to the date of such meeting.

2. Any member of this Association may submit to the Board for its consideration proposals relating to the business or policies of this organization, including proposed amendments to the By-Laws. Any such proposals shall be in writing and addressed to the Board President. Upon receipt of any such proposal, the Board President shall communicate the proposals to the Board of Directors for its consideration and action as herein provided, either as an agenda item for the next meeting or as proposed amendment to the By-Laws.

ARTICLE TEN

Dissolution

Upon the dissolution of the Association, the Board of Directors shall, upon paying for all liabilities of the corporation, dispose of all the assets of the corporation in the following manner:

A. to organizations incorporated exclusively for educational, historical, or scientific purposes that shall at the time qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or an equivalent provision of any future U. S. Internal Revenue Law); or

B. through the office of the Circuit Court of Jefferson County, West Virginia, to organizations which the said Court shall determine is incorporated exclusively for such educational, historical, and scientific purposes.